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Counsel for Chapter 11 Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SAN FERNANDO VALLEY DIVISION**

In re:

IRONCLAD PERFORMANCE WEAR
CORPORATION, a California corporation,

Debtor and Debtor in Possession.

In re:

IRONCLAD PERFORMANCE WEAR
CORPORATION, a Nevada corporation,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects Ironclad Performance Wear
Corporation, a California corporation only

☐ Affects Ironclad Performance Wear
Corporation, a Nevada corporation only

Lead Case No.: 1:17-bk-12408-MB

Jointly administered with:
1:17-bk-12409-MB

(Ironclad Performance Wear Corporation, a
Nevada corporation)

Chapter 11 Cases

**SECOND SUPPLEMENT TO
APPLICATION OF DEBTORS AND
DEBTORS IN POSSESSION TO
EMPLOY CRAIG-HALLUM CAPITAL
GROUP LLC AS FINANCIAL
ADVISOR PURSUANT TO 11 U.S.C. §
327 WITH COMPENSATION
PURSUANT TO 11 U.S.C. § 328;
DECLARATION OF STEVE
RICKMAN**

[No Hearing Required Unless Requested
Pursuant to Local Bankruptcy Rule 2014-1]

Ironclad Performance Wear Corporation, a California corporation, and Ironclad
Performance Wear Corporation, a Nevada corporation (collectively, the “Debtors”), the debtors
and debtors in possession in the above-captioned, jointly-administered, chapter 11 bankruptcy
cases, hereby submit this Second Supplement (in addition to the Amended Supplement filed on

October 24, 2017, as Docket No. 141), to the Application filed by the Debtors for Court approval of their employment and compensation of Craig-Hallum Capital Group LLC ("C-H") as their financial advisor. The Application was filed on September 29, 2017, as Docket No. 75. This Second Supplement amends and modifies the Application, based on the Debtors' and C-H's discussions with the Office of the United States Trustee. Capitalized terms not otherwise defined herein have the same meaning ascribed to such terms in the Application.

Pursuant to this Second Supplement, the Application is further modified to provide that any expenses incurred by C-H for which C-H seeks reimbursement from the Debtors' estates shall be subject to review and approval in connection with a final fee application pursuant to which any such requested expenses shall be reviewed for reasonableness.

Dated: October 26, 2017

IRONCLAD PERFORMANCE WEAR
CORPORATION, et al.

By: /s/ Krikor J. Meshefejian
RON BENDER
MONICA Y. KIM
KRIKOR J. MESHEFEJIAN
LEVENE, NEALE, BENDER, YOO
& BRILL L.L.P.
Counsel for Chapter 11 Debtors and Debtors
in Possession

DECLARATION OF STEVE RICKMAN

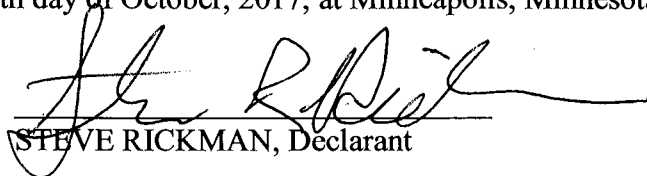
I, Steve Rickman, hereby declare as follows:

1. I have personal knowledge of the facts set forth below and, if called to testify, would and could competently testify thereto. I make this Declaration in support of the Supplement to the Application filed by the Debtors for Court approval of their employment and compensation of Craig-Hallum Capital Group LLC ("C-H") as their financial advisor.

2. I am the Managing Director of Investment Banking Mergers and Acquisitions at C-H. I am authorized by C-H to modify the terms of C-H's employment in these cases.

3. As set forth in the Second Supplement, C-H has agreed that any expenses incurred by C-H for which C-H seeks reimbursement from the Debtors' estates shall be subject to review and approval in connection with a final fee application pursuant to which any such requested expenses shall be reviewed for reasonableness.

I declare and verify under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on this 26th day of October, 2017, at Minneapolis, Minnesota.


STEVE RICKMAN, Declarant

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 10250 Constellation Boulevard, Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled **SECOND SUPPLEMENT TO APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION TO EMPLOY CRAIG-HALLUM CAPITAL GROUP LLC AS FINANCIAL ADVISOR PURSUANT TO 11 U.S.C. § 327 WITH COMPENSATION PURSUANT TO 11 U.S.C. § 328; DECLARATION OF STEVE RICKMAN** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **October 27, 2017**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Shiva D Beck sbeck@gardere.com, jcharrison@gardere.com
- Ron Bender rb@lnbyb.com
- Cathrine M Castaldi ccastaldi@brownrudnick.com
- Russell Clementson russell.clementson@usdoj.gov
- Aaron S Craig acraig@kslaw.com, lperry@kslaw.com
- Matthew A Gold courts@argopartners.net
- Monica Y Kim myk@lnbrb.com, myk@ecf.inforuptcy.com
- Krikor J Meshefejian kjm@lnbrb.com
- Tania M Moyron tania.moyron@dentons.com, chris.omeara@dentons.com
- S Margaux Ross margaux.ross@usdoj.gov
- United States Trustee (SV) ustpregion16.wh.ecf@usdoj.gov
- Sharon Z. Weiss sharon.weiss@bryancave.com, raul.morales@bryancave.com

2. SERVED BY UNITED STATES MAIL: On **October 27, 2017**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **October 27, 2017**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Served via Attorney Service

Hon. Martin R. Barash
United States Bankruptcy Court
21041 Burbank Boulevard, Suite 342
Woodland Hills, CA 91367

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

October 27, 2017

Date

Stephanie Reichert

Type Name

/s/ Stephanie Reichert

Signature